

**RESOLUTION**

A special meeting of the Officers and Directors of VC Baton Rouge, LA, LLC (the "Company"), was held on December 13, 2018, for the purpose of considering whether the Company should voluntarily file a Petition under Chapter 11 of the United States Bankruptcy Code.

All of those in attendance and participating at the meeting agreed that the meeting could be held without notice, and they all agreed that, to the extent notice of the meeting was necessary, they would waive notice thereof.

After a discussion of the issue, upon motion made and duly seconded, the Company unanimously voted to file a Voluntary Petition pursuant to Chapter 11 of the United States Bankruptcy Code.

Accordingly, it is

RESOLVED, that the Company should be, and hereby is, authorized to file a Voluntary Petition pursuant to Chapter 11 of the United States Bankruptcy Code. It is further,

RESOLVED, that the Company should be, and hereby is, authorized to employ the Law Offices of Craig M. Geno, PLLC as its counsel in the Chapter 11 case, at the following rates: Craig M. Geno at \$425.00 per hour, plus expenses; Associates at \$250.00 per hour, plus expenses; and Paralegals at \$175.00 per hour, plus expenses, and to cause to be paid to the law offices a retainer of \$15,000.00, as well as the \$1,717.00 filing fee to be used in the Company's case.

  
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J. F. Davis

Managing Member of DL Investments, LLC

I, J. F. Davis, Managing Member of DL Investments, LLC, do hereby certify that the above and foregoing Resolution was duly adopted and the matters therein were resolved by the Company on the 13<sup>th</sup> day of December, 2018. The Company has no secretary so I am executing this on behalf of the Company.

  
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J. F. Davis

Managing Member of DL Investments, LLC